

GRAPHIC PACKAGING HOLDING CO

Form 8-K

May 23, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported): May 21, 2014

GRAPHIC PACKAGING HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33988
(Commission File Number)

26-0405422
(IRS Employer
Identification No.)

1500 Riveredge Parkway, Suite 100
Atlanta, Georgia 30328
(Address of principal executive offices)

(770) 240-7200
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 21, 2014, Mr. Robert A. Hagemann was named to the Board of Directors of Graphic Packaging Holding Company (the “Company”). Mr. Hagemann will serve as a Class III Director and as a member of the Compensation and Benefits Committee. Mr. Hagemann is an independent Director of the Company and is not a party to any transaction requiring disclosure pursuant to Item 404(a) of Regulation S-K.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 21, 2014. Of the 326,943,150 shares of common stock eligible to vote at the Annual Meeting, 301,439,713 were represented in person or by proxy. The final results of voting are as follows:

1. Election of Directors:

| Director | For | Withheld |
|-------------------|-------------|------------|
| G. Andrea Botta | 258,457,914 | 21,681,807 |
| Jeffrey H. Coors | 252,239,526 | 27,900,195 |
| David W. Scheible | 276,233,233 | 3,906,488 |

2. Ratification of the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm:

| For | Against | Abstain |
|-------------|---------|---------|
| 301,337,441 | 47,825 | 54,447 |

3. Approval of the compensation paid to the Company’s named executive officers:

| For | Against | Abstain |
|-------------|-----------|---------|
| 276,399,956 | 3,099,198 | 640,567 |

4. Approval of the Graphic Packaging Holding Company 2014 Omnibus Stock and Incentive Compensation Plan:

| For | Against | Abstain |
|-------------|------------|---------|
| 269,860,890 | 10,239,872 | 38,959 |

With respect to proposals 1, 3 and 4, there were 21,299,992 broker non-votes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRAPHIC PACKAGING HOLDING COMPANY
(Registrant)

By: /s/Lauren S. Tashma
Lauren S. Tashma
Senior Vice President, General
Counsel and Secretary

Date: May 23, 2014